



Sustainability

RE SUSTAINABILITY LIMITED

CIN: U74140TG1994PLC018833

Registered Office: Level 11B, Aurobindo Galaxy,
Hyderabad Knowledge City, Hitech City Road, Hyderabad,
Telangana- 500081

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Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that an Extra-Ordinary General Meeting (01/2025-26) of the members of Re Sustainability Limited ('the Company') will be held on Monday, 30th March 2026 at 03:00 PM (**IST**) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013") read with Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025 to transact the following special business:-

SPECIAL BUSINESS:

1. To approve the alteration of the Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable rules (including any statutory modification or amendments thereto or re-enactment thereof) permission and consents as may be required and as per the recommendation of the Board accorded for amending and restating the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for approving and adopting the amended and restated articles of association of the Company ("**Restated Articles**"), in place of the existing Articles of Association of the Company and inclusion of all the entrenchment provisions as contained in the Restated Articles, incorporating the provisions of the amended and restated shareholders' agreement dated January 18, 2024 executed by the Mr. Alla Ishaan Reddy, Existing Shareholders (as defined therein), Company and Metropolis Investment Holdings Pte. Ltd. (as subsequently amended) ("**SHA**"), as placed before the Board, duly initiated by the Chairman for identification purpose, and the Restated Articles be adopted in substitution to the existing Articles of Association in its entirety..

RESOLVED FURTHER THAT any Executive Director or Chief Financial Officer or Company Secretary of the Company, be and are hereby jointly/severally authorized to: (i) sign and file all the necessary forms and other necessary documents as may be required with the statutory authorities including filing of form MGT-14 with the Registrar of Companies; (ii) do all such acts, deeds and things that may be required for the purpose of adopting the Restated Articles; (iii) authorize such person or persons to give effect to the above resolutions; (iv) to liaise with concerned authorities with regard to the same and to settle all such questions, difficulties or doubts that may arise in relation to the aforesaid amendment to the articles of association of the Company; (v) issue certified true copies of this resolution and share the same with all those

concerned; and (vi) take all steps necessary and do all such acts, deeds matters and things as may be necessary, proper, desirable, or expedient in implementation to the aforesaid resolution.”

For and on behalf of the Board
Re Sustainability Limited



Govind Singh
Company Secretary
Membership No: F12380

Place: Hyderabad
Date: 20.03.2026

NOTES:

1. In view of the Ministry of Corporate Affairs ("MCA") circular vide General Circular No. 03/2025 dated 22.09.2025 permitted holding of the Extra-ordinary General Meeting ("the Meeting/EGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), and aforesaid MCA Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members including the other eligible people can attend and participate in the EGM through VC/OAVM only as per the procedure mentioned in this Notice of EGM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those Shareholders whose valid e-mail addresses are registered with the Company/ Depositories.
3. The Company has enabled the Members to participate at the EGM through the Zoom call Video Conferencing. The instructions for participation by Members are given in the next page
4. Pursuant to Circular No. 14/2020 dated 08th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the Shareholders is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Shareholders are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes. The Corporate Member is required to send a certified copy of the Board resolution authorizing their representative to attend the EGM through VC and vote on their behalf on the email address at govind.singh@resustainability.com.
5. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP).
7. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Registrars and Share Transfer Agent ("RTA") to provide efficient and better services.
8. When a poll is required to be taken during the meeting on any resolution, the member shall cast their vote on the resolution only by sending the email to govind.singh@resustainability.com through their registered their registered email address which are registered with the Company.
9. All documents referred to in the Notice shall be open for inspection at the registered office of the Company on Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Gachibowli, Hyderabad 500081 on all working days between 10 A.M. to 6 P.M. and also at the EGM.

10. INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC:

1. Members may access the platform to attend the EGM through VC at: <https://zoom.us/j/95718513851?pwd=aAlaZhdB42b7lgXWlUj7PXRA9JLRLx.1>
2. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using the Zoom app (preferred), Google Chrome, Internet Explorer, or Mozilla Firefox 22.
4. Members will be required to grant access to your computer's camera for video and your computer's microphone for audio to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the EGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who may want to express their views or ask questions during the EGM may click on the tab "chat" to post their queries in the window provided, by mentioning their name, Demat account number/folio number.
7. Members who may require any technical assistance or support before or during the EGM are requested to contact at 7337597697 or write to him at govind.singh@resustainability.com.

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

As required under section 102 of the Companies Act, 2013 (Act) and Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), the following explanatory statement sets out all material facts relating to the special business items mentioned under the accompanying Notice:

Item No. 1:

A composite scheme of arrangement ("Scheme") amongst the **Re Sustainability Limited (also referred to as "Amalgamated Company" or "Demerged Company")**, **Mumbai Waste Management Limited** ("Amalgamating Company"), and **Ramky Sustainability Solutions Private Limited** ("Resulting Company"), and their respective shareholders and creditors, has been filed under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 before the Hon'ble National Company Law Appellate Tribunal, Chennai Bench ("NCLAT").

The Scheme has been approved by the Hon'ble National Company Law Appellate Tribunal ("NCLAT") vide its order dated 6th February 2026, and the 'Effective Date' of the Scheme is proposed to be 30th March 2026 (or such other date as may be determined in accordance with the Scheme).

The Shareholder's have adopted new Shareholders' Agreement dated January 18, 2024 read with amendments ("SHA"), executed amongst Mr. Alla Ishaan Reddy, the Existing Shareholders (as defined therein), the Company and **Metropolis Investment Holdings Pte. Ltd.**, as subsequently amended, which will become effective from the date on which the Composite Scheme of Arrangement ("Scheme") becomes effective.

In terms of Clause 21.8 of the SHA, the Articles of Association of the Company ("AOA") are required to be altered and amended to incorporate and give effect to the terms and conditions of the SHA in letter and spirit. Accordingly, a draft of the amended and restated Articles of Association is attached in the Notice for members consideration their approval.

In order to align the constitutional documents of the Company with the provisions of the SHA and to give effect to the rights, obligations and arrangements agreed therein, it is proposed to amend and restate the existing Articles of Association of the Company by adopting a new set of Articles of Association ("Restated Articles"). The Restated Articles, inter alia, incorporate various provisions relating to governance rights, share transfer restrictions, investor rights and other matters agreed under the SHA, including certain entrenchment provisions.

Pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, alteration of the Articles of Association of a company requires approval of the members by way of a special resolution.

Accordingly, the approval of the Members is being sought for adoption of the Restated Articles in substitution of the existing Articles of Association of the Company with effect from the Effective Date. A copy of the proposed Restated Articles of Association is available for inspection by the Members of the Company during business hours on all working days at the registered office of the Company up to the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

For and on behalf of the Board
Re Sustainability Limited



Govind Singh
Company Secretary
Membership No: F12380

Place: Hyderabad
Date: 20.03.2026